

EXHIBIT A

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TENNESSEE**

UNIVERSITY OF TENNESSEE RESEARCH)
FOUNDATION and SAINT MATTHEW)
RESEARCH, LLC,)
)
<i>Plaintiffs,</i>)
)
v.)
)
AMAZON.COM, INC. and AMAZON WEB)
SERVICES, INC.)
)
<i>Defendants.</i>)
)
)

Civil Action No. 3:17-cv-00181-HSM-CCS

CONFIDENTIAL

**FILED UNDER SEAL PURSUANT
TO PROTECTIVE ORDER**

**DECLARATION OF DENNIS WALLACE IN SUPPORT OF
DEFENDANTS' MOTION TO DISMISS OR TRANSFER FOR IMPROPER VENUE**

I, Dennis Wallace, declare as follows:

1. I am Senior Corporate Counsel at Amazon Corporate LLC. I make this declaration in support of Defendants' Motion to Dismiss or Transfer for Improper Venue. The facts set forth herein are based on my personal knowledge following a reasonable investigation and, if called upon to testify, I can and will competently testify thereto.

2. Both Defendants, Amazon Web Services, Inc. ("AWS") and Amazon.com, Inc., are Delaware corporations. Both of their business operations are headquartered in Seattle, Washington. In addition to AWS's business headquarters in Seattle, AWS has offices in other locations including Palo Alto, California and San Francisco, California.

3. Amazon.com, Inc. is a holding company headquartered in Seattle, Washington.

4. In the United States, Amazon Services LLC operates the Amazon.com website.

5. AWS and Amazon Services LLC are indirect subsidiaries of Amazon.com, Inc., along with a number of other entities.

6. Neither Amazon.com, Inc., nor AWS owns, rents, or operates any real estate or facility in Tennessee.

7. An indirect subsidiary of Amazon.com, Inc., Amazon.com.dedc, LLC, operates facilities in the Eastern District of Tennessee relating to the distribution and shipping of physical goods purchased over the Amazon.com website. These facilities are wholly separate from, and do not conduct business related to, AWS.

8. I have been informed that Plaintiffs' complaint in this case (Dkt. 1) accuses the following products and services of infringing one or more of the asserted patents: Amazon Redshift (including functionality for Amazon High Performance Computing, Amazon CloudWatch, Amazon Auto Scaling, and Amazon Elastic Load Balancing); Amazon Machine Learning with Amazon Redshift; and Amazon Relational Database Service (including Amazon RDS for Oracle Versions 11g and 12c and Oracle on Amazon EC2 Versions 11g and 12c) (collectively, the "Accused Services").

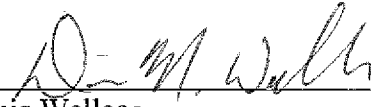
9. Not all of the Accused Services are the correct names of services offered by AWS, but the underlying products or services to which the Accused Services appear to refer are AWS Services (Amazon Redshift, Amazon CloudWatch, Auto Scaling, Elastic Load Balancing, Amazon Machine Learning, Amazon Relational Database Services (RDS), Amazon RDS for Oracle, and Amazon Elastic Cloud Compute (EC2)). These AWS Services are all part of the AWS business, which is distinct from the retail or marketplace businesses that other Amazon entities operate through the Amazon.com website.

10. When a customer accesses AWS Services, they are downloading software or using services made available on remote servers. None of the servers that provide AWS Services are located in Tennessee. There are, however, data centers housing a very large number of servers

that offer most of these services near the San Francisco Bay Area in Northern California. Additionally, a large number of the engineers that develop, maintain, and improve these services are located in AWS's business headquarters in Seattle, Washington.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: August 28, 2017

/s/ 
Dennis Wallace